

**ARKANAS DEVELOPMENT FINANCE AUTHORITY
TCAP/SECTION 1602 EXCHANGE PROGRAM
[GENERAL PARTNER/MANAGING MEMBER] CERTIFICATE**

I certify that I am the duly elected and acting _____ of _____, a [corporation/limited liability company] (the “General Partner”) which is the sole [general partner/managing member] of _____, a _____ limited partnership (“Owner”). In connection with a \$_____ [TCAP/Section 1602 Exchange] loan (the “ADFA Loan”) from Arkansas Development Finance Authority (“ADFA”) for _____ (“Development”) and the closing of the ADFA Loan. I hereby certify that:

1. As the sole [general partner/Managing member] of the Owner, the General Partner has full power and authority to act on behalf of the Owner.
2. The attached **Exhibit A** is a true and complete copy of the Articles of Incorporation/Organization and amendments (if any) filed with the Arkansas Secretary of State and certified by the Arkansas Secretary of State within 30 days of this Certificate.
3. Attached as **Exhibit B** is a true and complete copy of the [Operating Agreement/duly adopted bylaws] of the General Partner, together with all amendments (if any) attached or incorporated.
4. Except for any amendments attached to or incorporated in **Exhibits A and B**, the General Partner’s Articles of [Incorporation/Organization] and the [Bylaws/Operating Agreement] have not been amended, terminated or cancelled and they remain in effect as of the date of this Certificate.
5. The attached **Exhibit C** is a true and complete copy of Owners’ resolutions authorizing the ADFA Loan, which resolutions have not been amended, rescinded, or modified, remain in effect, and do not violate or conflict with the partnership agreement of Owner.
6. The attached **Exhibit D** is a true and complete copy of the Certificate of Good Standing of the General Partner, issued by the Arkansas Secretary of State within 30 days of the date of this Certificate. The General Partner is in good standing under Arkansas law and has not done or failed to do anything that would affect its good standing under Arkansas law as of the date of this Certificate.
7. The persons whose names appear below are the duly elected, qualified, and acting officers/ authorized representatives of the General Partner, and in such capacities have the power to execute and deliver documents, instruments, agreements, and certificates on behalf of the corporation/company in connection with the ADFA Loan. The signatures opposite their names are genuine signatures.

_____ Title: _____

_____ Title: _____

8. The attached **Exhibit E** is a true and complete copy of the Certificate of Limited Partnership of Owner and all amendments to it (if any) as filed with the Arkansas Secretary of State.

9. The attached **Exhibit F** is a true and complete copy of the Partnership Agreement of Owner and all amendments to it (if any), which is in full force and effect and is identical in all respects to the partnership agreement of Owner previously provided to ADFA.

10. Except for any amendments attached to **Exhibit E and F**, neither the Certificate of Limited Partnership of Owner nor the Partnership Agreement of Owner has been amended, terminated, nor canceled and both remain in full force and effect as of the date of this Certificate.

11. The attached **Exhibit G** is a true and complete copy of the Consent of Partners authorizing the ADFA Loan, authorizing the General Partner to act on behalf of the Owner in connection with the ADFA Loan, and the authorizing the encumbrance of the Development as collateral for the ADFA Loan. The resolutions have not been amended, rescinded, or modified; remain in effect; and do not violate or conflict with either the certificate of limited partnership or the Partnership Agreement.

12. The attached **Exhibit H** is a true and complete copy of a certificate of existence of the Owner issued by the Arkansas Secretary of State within the preceding 30 days. Neither the General Partner nor the Owner has taken any action that would cause the Owner not to be in good standing under Arkansas law as the date of this Certificate. [The attached **Exhibit H** is a true and complete copy of a certificate of authorization issued by the Arkansas Secretary of State within the preceding 30 days, indicating Owner is authorized to do business in Arkansas. Neither the General Partner nor the Owner has taken any action that would cause the Owner not to be authorized to do business in Arkansas as of the date of this Certificate.]

13. This Certificate is given for the benefit of ADFA and any title insurer of ADFA, and, in connection with the ADFA Loan. ADFA may rely upon all certifications and statements in it.

IN WITNESS WHEREOF, I have executed this Certificate and affixed the corporate seal of the General Partner.
